

Executed in 7 Counterparts of
which this is Counterpart No. 6

RECORDATION NO. 6895 Filed & Recorded

JUN 13 1974 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as
of April 1, 1974, by and between

MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation
(the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, and The
Cincinnati, New Orleans and Texas Pacific Railway Company, an Ohio
corporation (together called the "Company"), party of the second part;

W I T N E S S E T H That:

WHEREAS, by agreement dated as of February 1, 1973, as
amended (the "Agreement"), between the Trustee and the Company there
was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 1 of 1973; and

WHEREAS, Southern Railway Company assigned a portion of
its interest in the Agreement to The Cincinnati, New Orleans and
Texas Pacific Railway Company by assignment dated as of February 2,
1973; and

WHEREAS, by the Agreement the Trustee did let and lease
unto the Company certain railroad equipment as defined in the
Agreement (the "Equipment") for a term as set forth in the Agreement,
all upon such terms and conditions as therein specified; and

WHEREAS, in Section 4.9 of the Agreement, it is provided
that in the event any units of the Equipment become unsuitable in
any respect for the use of the Company and the Company shall have
paid to the Trustee the selling price or Fair Value, as defined in
the Agreement, of such units, then upon the filing with the Trustee
of the appropriate documents, any monies paid to the Trustee
pursuant to said Section 4.9 or Section 4.7 of the Agreement may be
applied to the purchase of additional Equipment; and

WHEREAS, the Company, in compliance with the aforesaid
requirements of Section 4.9 of the Agreement now proposes to cause
to be sold, assigned, transferred and set over unto the Trustee, as
trustee under the Agreement two (2) new 70-ton 50'6" Double Door
Box Cars, one bearing Southern Railway Company road number 540015
and the other bearing The Cincinnati, New Orleans and Texas Pacific
Railway Company road number 540052 (together called the "Additional
Equipment");

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensembling and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all its right, title, and interest under the contract for the acquisition of the Additional Equipment, and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.


MANUFACTURERS HANOVER TRUST COMPANY,
By

...  ...
Vice President


ATTEST:

...  ...
Assistant Secretary

SOUTHERN RAILWAY COMPANY,
THE CINCINNATI, NEW ORLEANS AND
TEXAS PACIFIC RAILWAY COMPANY,
By

...  ...
Vice President of each
of the above companies

ATTEST:

...  ...
Assistant Secretary

STATE OF NEW YORK)
) ss:
County of New York)

On this 20th day of MAY, 1974, before me personally appeared T. C. CRANE, to me personally known, who, being by me duly sworn, says that he is an ~~Assistant~~ Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. Leslie Daniels

J. LESLIE DANIELS
Notary Public, State of New York
No. 41-5914175
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1976

DISTRICT OF COLUMBIA.

On this 23rd day of May, 1974, before me personally appeared K. A. Stoecker, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY and SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of each of said corporations, that said instrument was signed and sealed on behalf of said corporations pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.

Lawrence A. Huff

LAWRENCE A. HUFF
NOTARY PUBLIC
IN AND FOR THE DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES JUNE 30, 1977